

UNITED STATES DISTRICT COURT  
FOR THE  
DISTRICT OF MASSACHUSETTS

100 JAN 29 PM 1:00

FORD MOTOR CREDIT COMPANY,  
d/b/a PRIMUS FINANCIAL SERVICES and  
AMERICAN SUZUKI AUTOMOTIVE CREDIT,

Plaintiff

v.

GREAT ATLANTIC INTERNATIONAL, INC.,  
and  
CAR CENTER USA, INC.,

Defendants

CIVIL ACTION  
NO. 03-12556-WGY

AFFIDAVIT OF  
JOSEPH MCMAHON

I, Joseph McMahon, do depose and say that:

1. I am Vice-President (Eastern Territory) for the PRIMUS division of Ford Motor Credit Company ("Ford Credit"), located in Franklin, Tennessee. I make this affidavit in support of Ford Credit's motion to quash the defendants' subpoena of me as a trial witness.

2. The subpoena in issue was not delivered to me but was left at the PRIMUS divisional branch office of Ford Credit at 25 Braintree Office Park, Braintree, Massachusetts.

3. As Vice-President I oversee Ford Credit's PRIMUS retail and lease originations, wholesale financing, and field operations for the eastern United States.

4. I do not manage the day-to-day operations of Ford Credit's regional or branch offices or those of its subsidiaries such as PRIMUS Financial Services and American Suzuki Automotive Credit. That responsibility is vested in other employees of Ford Credit, who could testify from personal knowledge regarding their activities.

5. I understand that Ford Credit, as the plaintiff in this action, seeks to foreclose its floorplan financing relationship with the defendant dealers and that the defendants have contested the propriety of Ford Credit's conduct related to such foreclosure.

6. I understand that it is my obligation personally to participate in litigation involving Ford Credit when I possess unique knowledge of relevant facts that cannot be obtained from other individuals. I believe that it would significantly disrupt the performance of my responsibilities to attend the trial in this lawsuit or in any other lawsuit when I do not possess unique, personal knowledge of relevant facts.

7. I believe that other Ford Credit employees, whose responsibilities are more closely focused on the day-to-day operations of Ford Credit's branch office in Braintree, Massachusetts, could testify from an operations perspective about the issues in this action.

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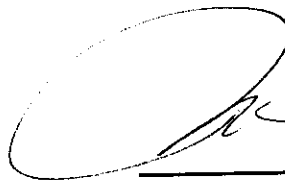
DANE &amp; HOWE, LLP

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8. I further understand that the conduct of Ford Credit in its relationship with the defendant dealers is within the unique knowledge of John V. Carolan, the regional general manager at the Braintree, Massachusetts branch office of Ford Credit; that the defendants have conducted a deposition of Mr. Carolan; that Ford Credit intends to call Mr. Carolan as a trial witness; and that the defendants have already served him with a subpoena to testify at trial.

9. I can make myself available to be deposed in Franklin, Tennessee if the court is convinced that testimony from me is germane.

Signed and sworn to under the pains and penalties of perjury this 28 day of January, 2004.



Joseph McMahon

Executed at:

Las Vegas NV, Bally's